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SEE FORMED Processing Section

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

JUL 22 2008

FORM D

 OMB APPROVAL

 OMB Number:
 3235-0076

 Expires:
 July 31, 2008

 Estimated average burden hours per response
 1

Washington, DC

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix Serial								
Ţ	DATÉ RECEIVED							

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Private Placement of up to \$10,000,000 in Series B Units of Uhuru Capital Holdings	s, L.P.*
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 507 Type of Filing: ☐ New Filing ☐ Amendment	506 Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Uhuru Capital Holdings, L.P.	. 1774/11 86877 (1911) 86877 (1911) 86877 (1911) 87877 (1911) 87877 (1911) 87877 (1911) 87877 (1911) 87877 (1
Address of Executive Offices (Number and Street, City, State, Zip Code) 1350 Avenue of the Americas, 29th Floor, New York, NY 10019	Telephone Number (In (646) 722-9454
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (In 08056447
Same as Executive Offices	Same as Executive Offices
Brief Description of Business Investment management platform that will sponsor and manage various investment in	funds.
Type of Business Organization corporation business trust Iimited partnership, already formed limited partnership, to be formed	other (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	
GENERAL INSTRUCTIONS	DE

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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^{*} The General Partner reserves the right to offer a greater amount of limited partner interests.

		A. BASIC IDENTI	FICATION DATA								
2. Enter the information requ	sested for the following	ing:									
Each beneficial owner have Each executive officer and	Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.										
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Kellner, Peter B.											
Business or Residence Addres		-									
c/o Uhuru Capital H	oldings, L.P., 13	50 Avenue of the Am	ericas, 29th Floor, New	York, NY 100)19						
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Goldman, Neal D.											
Business or Residence Addres	•	,									
c/o Uhuru Capital H	oldings, L.P., 13	50 Avenue of the Am	ericas, 29th Floor, New	York, NY 100)19						
Check Box(es) that Apply:	☐ Promoter	☐Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)				•••						
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)		·							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)	<u>-</u>								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)									
COMMENT:											

				В	INFORM	ATION AB	OUT OFFE	RING	-				
								·=			Yes	No	
1. Has	the issuer	sold, or doe	es the issue	r intend to	sell, to nor	-accredited	l investors	in this offe	ring?		🗆	\boxtimes	
			4	Answer als	o in Appen	dix, Colun	nn 2, if filin	g under UI	LOE.				
2. Wha	at is the mi	nimum inve	estment tha	it will be a	ccepted fro	m any indi	vidual?				\$1,000	. \$1,000,000*	
	*The Is	suer reserv	es the righ	t to adiust	the minim	um partici	pation fron	ı time to tü	me.		Yes	No	
3. Doe											🛛		
com offe and	mission or ring. If a p or with a s	similar ren erson to be tate or state	nuneration listed is and es, list the r	for solicita associated ame of the	tion of pur d person or broker or	chasers in a agent of a dealer. If n	be paid or connection broker or conore than finformation	with sales lealer regis ve (5) perso	of securitie tered with t ons to be li	the SEC sted are			
Full Na N/.	ıme (Last n A	ame first, i	f individua	l)									
Busine	ss or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	le)						
Name o	of Associate	ed Broker o	or Dealer										
	n Which Peeck "All St									••••••	🗀 A	Il States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	·[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI] ———	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua	l)									
Busine	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)						
Name o	of Associate	ed Broker o	or Dealer		•					-			
	n Which Pe									************		I States	
(AL)	[AK]	[AZ]	[AR]	[CA]		[СТ]	[DE]			[GA]	_		
(IL)	[IN]	[IA]	[KS]	[KY]	[CO] [LA]	[C1] [ME]	[MD]	[DC] [MA]	[FL] [MI]	[MN]	[HI] [MS]	[ID] [MO]	
[MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last na	ame first, i	findividua	l)				<u> </u>					
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coc	le)						
Name o	f Associate	d Broker o	r Dealer										
	n Which Pe						sers				П AI	l States	
[AL]	[AK]			-						fC A l	<u> </u>		
[IL]	[IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
[MT]	(NE)	[NV]	[NH]	[N]]	[2A] [NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	OF PROCEEDS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$- 0-	\$-0-
Equity	\$-0-	\$-0-
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$-0-	\$-0-
Partnership Interests	*000,000,°	\$5,945,000
Other (Specify)	\$-0-	\$ -0-
Total	\$10,000,000*	\$5,945,000
Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>	
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	17	\$5,945,000
Non-accredited Investors	-0-	\$N/A
Total (for filings under Rule 504 only)	-0-	\$N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities by type listed in Part C – Question 1.		
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	-	\$ N/A
Regulation A		\$ N/A
Rule 504		\$ N/A
Total	N/A	<u>\$ N/A</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$-0-
Printing and Engraving Costs	🗆	\$-0-
Legal Fees	🛛	\$250,000
Accounting Fees		\$-0-
Engineering Fees		\$-0-
Sales Commission (specify finders' fees separately)		\$-0-
Other Expenses (identify) Travel, postage and general fund raising		\$-0-
Total	⊠	\$250,000
Total		_

^{*} The General Partner reserves the right to offer a greater amount of limited partner interests.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E O	F PROCEEDS		
b.	Enter the difference between the aggregate offering price given in response to Part C – Que and total expenses furnished in response to Part C – Question 4.a. This difference is the "adgross proceeds to the issuer."	:d	\$9,750,000		
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be use each of the purposes shown. If the amount for any purpose is not known, furnish an estimat check the box to the left of the estimate. The total of the payments listed must equal the adjugross proceeds to the issuer set forth in response to Part C – Question 4.b above.	e and	i		
			Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees (management fees)		<u>s</u>		<u>\$</u>
	Purchase of real estate		\$		\$
	Purchase, rental or leasing and installation of machinery and equipment		\$		<u>s</u>
	Construction or leasing of plant buildings and facilities		\$		\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer		c		¢
	pursuant to a merger)			_	\$
	Repayment of indebtedness				\$
	Working capital		<u>\$</u>	\boxtimes	\$9,750,000
	Other (specify):		\$		\$
			\$		\$
	Column Totals		\$	\boxtimes	\$9,750,000

\$9,750,000

Total Payments Listed (column totals added)

:

D. FEDERAL SIGNATURE								
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.								
Issuer (Print or Type)	Signature 0 0 1	Date						
Uhuru Capital Holdings, L.P.	Signature Pet B. Kelly	July [8, 2008						
Name of Signer (Print or Type)	Title of Signer (Print or Type)	-						
Peter R Kellner	Manager of Libury GP Investors LLC the g	eneral partner of Liburu Capital Holdings T. P.						

-ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE									
Is any party described in 17 CFR 230.262 of such rule?				Yes	No ⊠				
	See Appendix, Column 5	, for state response.							
2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times	•	ninistrator of any state i	n which this notice is	filed, a not	ice on				
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state ac	lministrators, upon writ	ten request, informat	ion furnísh	ed by the				
 The undersigned issuer represents that the Limited Offering Exemption (ULOE) of of this exemption has the burden of estab 	the state in which this notic	ce is filed and understar							
The issuer has read this notification and knowndersigned duly authorized person.	ows the contents to be true	and has duly caused th	is notice to be signed	on its beh	alf by the				
Issuer (Print or Type)	Signature	1 11	Date						
Uhuru Capital Holdings, L.P.	1 Pet D.	kell	July 8 , 2008						
Name of Signer (Print or Type)	Title of Signer (Print or 1	(ype)							
Peter B. Kellner	Manager of Uhuru GP In	vestors LLC, the genera	al partner of Uhuru Ca	apital Holdi	ings, L.P.				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

				,				,		
1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		⊠	*	-0-	-0-	-0-	-0-		Ø	
AK		Ø	*	-0-	-0-	-0-	-0-		Ø	
AZ		⊠	*	-0-	-0-	-0-	-0-		⊠	
AR		×	*	-0-	-0-	-0-	-0-		Ø	
CA	⊠		*	-1-	\$50,000	-0-	\$50,000		⊠	
СО		N N	*	-0-	-0-	-Q-	-0-		⊠	
СТ	⊠	0	*	-1-	\$50,000	-0-	\$50,000		⊠	
DE		×		-0-	-0-	-0-	-0-		Ø	
DC		Ø	*	-0-	-0-	-0-	-0-		⊠	
FL		⊠	*	-0-	-0-	-0-	-0-		Ø	
GA		Ø	*	-0-	-0-	-0-	-0-		☒	
HI		⊠	*	-0-	-0-	-0-	-0-		Ø	
ID		Ø	*	-0-	-0-	-0-	-0-		⊠	
IL	⊠		*	-1-	\$300,000	-0-	\$300,000		☒	
IN		Ø	*	-0-	-0-	-0-	-0-		Ø	
IA		⊠	*	-0-	-0-	-0-	-0-		Ø	
KS		Ø	*	-0-	-0-	-0-	-0-		Ø	
KY		Ø	*	-0-	-0-	-0-	-0-		×	
LA		⊠	*	-0-	-0-	-0-	-0-		×	
ME		⊠	*	-0-	-0-	-0-	-0-		⊠	
MD		⊠	*	-0-	-0-	-0-	-0-		Ø	
МА	×		•	-1-	\$250,000	-0-	\$250,000		⊠	
МІ		⊠	*	-0-	-0-	-0-	-0-		⊠	
MN		⊠	*	-0-	-0-	-0-	-0-		Ø	
MS		☒	*	-0-	-0-	-0-	-0-			
МО		Ø		-0-	-0-	-0-	-0-			

^{*} Up to \$10,000,000 in unit interests.

APPENDIX

		2	3			4	<u> </u>	<u></u>	5	
	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	·	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MT		Ø	*	-0-	-0-	-0-	-0-		⊠	
NE		×	*	-0-	-0-	-0-	-0-		⊠	
NV		×	•	-0-	-0-	-0-	-0-		Ø	
NH		⊠	*	-0-	-0-	- 0-	-0-		⊠	
NJ		⊠	*	-0-	-0-	-0-	-0-		⊠	
NM		Ø	*	-0-	-0-	-0-	-0-		⊠	
NY	Ø		*	-3-	\$2,075,000	-0-	\$2,075,000		Ø	
NC	□	Ø	*	-0-	-0-	-0-	-0-		⊠	
ND		Ø		-0-	-0-	-0-	- 0-		⊠	
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ок		Ø	*	-0-	- 0-	-0-	-0-	٥	×	
OR			*	-0-	-0-	-0-	-0-		Ø	
PA		⊠	*	-0-	-0-	-0-	-0-		Ø	
RI		×	•	-0-	-0-	-0-	-0-		×	
SC		⊠	*	-0-	-0-	-0-	-0-		Ø	
SD		⊠	*	-0-	-0-	-0-	-0-	0	⊠	
TN		⊠	*	-0-	-0-	-0-	-0-		×	
TX		☒	*	-0-	-0-	-0-	-0-		Ø	
UT		⊠	*	-0-	-0-	-0-	-0-		⊠	
VT		⊠	•	-0-	-0-	-0-	-0-		☒	
VA	Ø		*	-2-	\$340,000-	-0-	\$340,000		Ø	
WA		⊠	*	-0-	-0-	-0-	-0-		☒	
wv		⊠	*	-0-	-0-	-0-	-0-		⊠	
wı		⊠	*	-0-	-0-	-0-	-0-		Ø	
WY		☒	•	-0-	-0-	-0-	-0-		×	
PR			•	-0-	-0-	-0-	-0-		⊠	

^{*} Up to \$10,000,000 in unit interests.

